

N08000001259

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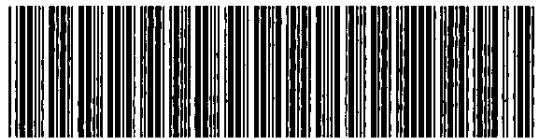
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP -7 P 2:39

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*Amended & Restated
Tlewis
9-7-10*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Colby Weaver's Unveiled Ministries, Inc.

DOCUMENT NUMBER: N08000001259

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dennis G. Brewer, Sr.

(Name of Contact Person)

Dennis G. Brewer, Sr. & Associates, Inc.

(Firm/ Company)

222 W. Las Colinas Blvd., Suite 1325E

(Address)

Irving, TX 75039

(City/ State and Zip Code)

dbrewer@brewerlegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dennis G. Brewer, Sr.

(Name of Contact Person)

at (972) 432-9400

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



**DENNIS G. BREWER, SR.
& ASSOCIATES, P.C.**

A Professional Corporation

Dennis G. Brewer, Sr.*

Justin E. Ewert

Andy Howard †

Erica L. LeBlanc ***

Mark McClelland †

Steven Williams **†

Melody Downs, Firm Administrator

David A. Harden, Exec. Asst. to Dennis G. Brewer, Sr.

Michelle Green, Paralegal to Dennis G. Brewer, Sr.

September 1, 2010

Attn: Wanda Cunningham
Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Filing of Third Amended and Restated Articles of Incorporation of Colby Weaver's Unveiled Ministries, Inc.

Dear Ms. Cunningham:

Enclosed please find an original and one copy of the *Third Amended and Restated Articles of Incorporation of Colby Weaver's Unveiled Ministries, Inc.* Please file same and returned a file-stamped copy to me in the stamped, self-addressed envelope provided herewith. Also, enclosed is a check in the amount of \$52.50 for the filing fee of the requested document.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

Very Truly Yours,

David Harden

DAH

Enclosures

FAWWEAVER, COLBY (Female)\Ltrs\08.10.31 Ltr to FL Sec of St encl Amended AOI (sm).doc

* Chief Counsel of Texas Affiliate of American Center for Law and Justice (A.C.L.J.) Jay Sekulow CMET Counsel

** Board Certified Civil Trial Law / Board Certified Personal Injury Trial Law

*** Licensed in Both Louisiana and Texas

† Of Counsel

Articles of Amendment
to
Articles of Incorporation
of

FILED

2010 SEP -7 P 2:39

Colby Weaver's Unveiled Ministries, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N08000001259

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COLBY WEAVER'S UNVEILED MINSTRIES, INC.**

**ARTICLE 1
NAME**

The name of this 501(c)(3) Non-profit Florida ParaChurch Ministry is COLBY WEAVER'S UNVEILED MINISTRIES, INC.

**ARTICLE 2
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE 3
REGISTERED OFFICE AND AGENT**

The street address of the principal office of the Corporation is Unveiled Ministries, 3000 South John Young Parkway, Orlando, Florida 32805. The name of the registered agent at this office is Pastor David Uth whose address is First Baptist Church of Orlando, 3000 South John Young Parkway, Orlando, FL 32805.

**ARTICLE 4
HOW DIRECTORS ARE ELECTED OR APPOINTED**

Directors are elected by the Board of Director at the Annual Meeting each year pursuant to procedures set forth in the Bylaws.

**ARTICLE 5
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, professionals, and employees of the Corporation, as deemed appropriate from time to time.

The number of directors may be increased or decreased by the Board or by amending the Articles of Incorporation or the Bylaws, any of which shall have the same force and effect. However, the initial number of directors shall be four (4) but no more than fifteen (15) and may not be decreased to less than three (3) The names and street addresses of the current directors are as follows:

David Emery
2301 Tower Drive
Monroe, LA 71201

Ms. Colby Weaver
8261 Tivoli Drive
Orlando, Florida 32836

3465 Hauser Street, Suite 2-201
Los Angeles, CA 90036

Keith Harmon
First Baptist Church of Springdale
1709 Johnson Road
Springdale, AR 72762

David Uth
First Baptist Church of Orlando
3000 South John Young Parkway
Orlando, FL 32805

Nan Cummings
2301 Tower Drive
Monroe, Louisiana 71201

The Directors shall set fourth rules and regulations for meetings and notice requirements. The annual meeting for this Corporation shall take place during the month of February of each year unless changed by the President.

Directors shall be natural persons, but need not be residents of Florida.

The Chairman of the Board of Directors and the President are one and the same. All future directors will be elected or appointed and live in accordance with tenets of faith and ordinances and be selected in the manner prescribed by the Bylaws and ARTICLE 4 hereinabove.

ARTICLE 6 NONPROFIT CORPORATION

The Corporation is a Florida Nonprofit ParaChurch corporation organized under the Florida Non-profit Act ("Act") and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) and Section 170(b) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986")

ARTICLE 7 DISSOLUTION

Dissolution. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 8 PURPOSES

2.01. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Section 170(b) of the Code.

2.02. Specific Objectives and Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable and educational lawful purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future Federal Tax Code, and within the meaning of the Florida Tax Code, or any corresponding section of any future Florida Tax Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) THE INITIAL INSPIRATION AND PRIMARY PURPOSE OF THIS CORPORATION IS TO TEACH, EXHORT, GUIDE, AND COUNSEL GIRLS BETWEEN THE 6TH AND 12TH SCHOOL YEARS AND COLLEGE, THAT THEY WILL SPIRITUALLY AND INTELLECTUALLY UNDERSTAND THE GOSPEL OF THE LORD JESUS CHRIST AND THEIR PURPOSE IN THIS LIFE AND IN THE WORLD TO COME AND TO REMOVE THE VEILS THAT OBSCURE THE TRUTH AND CONSEQUENCES OF SIN AND TO CLEARLY EXPOSE DARKNESS AND IDENTIFY THEIR ENEMY AND GLORIFY THEIR REFUGE AND SALVATION, AND TO ASSIST, TEACH, AND TRAIN YOUTH PASTORS THROUGHOUT THE WORLD;

(b) To SPREAD THE GOSPEL OF JESUS CHRIST by any lawful means and media possible, as determined by the Board of Directors of the Corporation;

(c) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation of parachurch ministries, charity, school, without limitation;

(d) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere;

(e) To make distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended;

(f) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable, educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income and/or principal thereof, and to devote the same to the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of this Corporation to sell for wholesale and retail Christian (exclusively Christian) books, tapes, t-shirts, other Christian items and merchandise;

(g) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and the Internal Revenue Code Section 501(c)(3), including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise lawfully dispose of such property and the income, principal, and proceeds of such property exclusively for any of the purposes set forth herein; and

(h) To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 9 POWERS

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above, but not any compensation for their services as an officer and/or director.

ARTICLE 10 RESTRICTIONS AND REQUIREMENTS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

1. The Corporation shall not pay dividends or other corporate income to its directors or officers or anyone else or otherwise accrue distributable profits or permit the realization of private gain even from unrelated business income, except that the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any other activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under Internal Revenue Code Section 501(C)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(C)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

(a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to heavily restricted and in an insubstantial degree;

(b) Serve a private interest other than one that is clearly incidental to an overriding public interest according to the Corporation's General Council; and the applicable laws and statutes of the state of Florida, the USA and IRS.

(c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures;

(d) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office and doing so is per se in excess of insubstantial. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;

(e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures;

(f) Distribute its assets on dissolution other than for one or more exempt purposes as defined by Article 7 herein.

(g) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual, save and except "reasonable compensation"; for labor done or below market price for goods, and necessary personal property.

(h) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest; and

(i) Do any act in violation of Section 4958 of the Internal Revenue Code (aka Intermediate Sanctions Statue).

2. In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal Tax Laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal Tax Laws.

ARTICLE 11 MEMBERSHIP

The Corporation shall have no members save and except the members of the Board of Directors; this Corporation is not a church.

ARTICLE 12 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a Statute of the State of Florida and as provided in the Bylaws and the "code".

ARTICLE 13 INDEMNIFICATION

Except as may be defined and limited by the Bylaws, or the Florida Non-Profit Corporation act ("act") the Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, attorney, CPA, accountant, consultant, officer, employee, control person, or other person related to the Corporation. The Corporation may provide a trust fund, insurance or other arrangement to fund this contingent liability. Further, the Board of Directors has authority to "pay as they go" if necessary rather than indemnify and as limited by the "code".

ARTICLE 14 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time and shall conform to "the act."

ARTICLE 15 ACTION BY WRITTEN CONSENT

The Corporation, if taking action by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by no less than the number of directors whose vote would be necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within sixty (60) days after the date the earliest dated consent is delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president. Such meetings may be held totally or partially telephonically.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE 16 AMENDMENT

These Articles may not be amended in any way without the approval of a majority of the members of the Board of Directors.

ARTICLE 17

MANDATORY ARBITRATION

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any adherent and the Corporation, itself, or (2) between any Pastor, officer, director, employee, volunteer, agent, or other member of the Corporation, shall be resolved by and in accordance with the then existing ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on all parties, and all parties shall submit themselves to the personal jurisdiction of the courts of Florida, both State and Federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding. Binding Christian is not appealable and confidentiality is mandatory.

If a dispute results in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation or arbitration award up to applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation and shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees, staff, licensed and ordained ministers, licensed or ordained by this Corporation.

ARTICLE 18

INTELLECTUAL PROPERTY AGREEMENTS

This Corporation shall not enter into any Intellectual Property Agreement with any person, firm or corporation, either for profit or not for profit. The proposed Intellectual Property Agreement with Colby Weaver is void; and any and all Intellectual Property of any and every kind heretofore created was created "for hire". There was never any copyright obtained and Colby Weaver by her signature hereto acknowledges that said March, 2008 instrument is void, was never completed and Colby Weaver hereby acknowledges that any and all intellectual property created by her was done within the course and scope of her employment and her employer (Board of Directors of this Corporation) has and always has had the ability and right to direct and supervise the creator, including herself. All rights to copyrights of all intellectual property and all intellectual property created in the past, present and future by Colby Weaver, if any, is the property of this corporation.

ARTICLE 19

ACTIVITIES

(A) ITS PURPOSE AND NATURE

The purpose of this corporation is to minister to girls in the 6th thru the 12th grade and college girls and to deal with every variety of problem such as drugs, sex, alcohol, pornography, mutilation, shoplifting and other varieties of theft, anger, resentment, unforgiveness, hate, violence

gang activity, witchcraft, demonic problems of all varieties. Our weapons are Jesus, Agape type love, counseling, referral to physicians if we detect there may be a communicable disease and referrals to Psychologists and Psychiatrists if suicidal tendencies manifest or are detected..

(B) FREQUENCY AND DURATION

The Ministry shall sponsor a major event every 18 months with the intent to make them substantially more frequent when funds are available. At the "major events" we hire Christian entertainers that play progressive Christian music and singers and speakers and people that testify as to finding Christ and completely changing their life and receiving supernatural deliverance from their addictions and sinful lifestyles.

(C) HOW, WHEN, WHERE AND, BY WHOM IT WAS, IS OR WILL BE CONDUCTED:

In the past the Ministry has engaged professionals to assist in contacting professional Christian performers but has now established its own line of communication. As aforesaid, an event at least every 18 months with the hope of having an event every 6 months eventually when funds allow; with a church sponsor, for example, sponsors are ready to participate and make their staff available to us for purposes of organization and conduct of the event in Orlando, Monroe Louisiana and Irving Texas and Las Angeles California. The Ministry keeps track of everyone that is ministered to and follow up. This Ministry has grown by word of mouth primarily and girls that need or desire ministry are brought to Unveiled or voluntarily seek the Ministry out for assistance. Colby trained and was active 18 hours a day at The Dream Center (Mathew, Luke and Tommy Barnett in Los Angeles) which also operates a wonderful church that was gifted to The Dream Center by Four Square and was the church that Amy Simpleton McPherson organized and Four Square did a Seven Million Dollar (\$7,000.00) remodel before they transferred title to The Dream Center at which time Mathew Barnett switched his Pastoral Credentials from the Assemblies of God to Four Square, in addition to running the Dream Center which is 30 acres and 12 story Ministry building.

Unveiled workers are all trained and schooled not just in the Word but how to minister to the young ladies that are ministered to.

(D) THE REQUIREMENTS AN ORGANIZATION OR A PERSON MUST MEET IN ORDER TO PARTICIPATE IN OR RECEIVE BENEFIT FROM THE ACTIVITY OF "UNVEILED".

Unveiled is non-denominational and will minister to any and every young lady that desires ministry although the principal thrust is grade 6 thru college age girls. As the Ministry grows, some few of Unveiled converts that are tried, tested, trained and proven will serve as counselors.

(E) THE AMOUNT OF ANY CHARGES OR FEES AND THE BASIS FOR THE AMOUNT.

Small admission has been charged for the first two (2) Ministry events however, no young lady has ever been turned away because they did not have the admission and will not be in the future. There is no charge or money or anything of value accepted for being ministered to anywhere, anytime, any place.

(F) WHAT THE ACTIVITY HAS ACCOMPLISHED OR WILL BE ACCOMPLISH.

Young ladies that were involved in every imaginable type of sin and/or addiction have accepted Christ and are now living overcoming lives. The major goal of this Ministry is to get them saved if they are not saved and to teach them the word and help them build their self esteem and worth and become well adjusted and useful citizens and Christian doers, wives, mothers, sister and friends, and lay ministers.

(G) 100% of the total time and effort of the organization expended is devoted to carrying out the activity of ministering to young ladies.

**ARTICLE 20
SALARIES, WAGES AND OR COMPENSATION**

(1) Colby Weaver, founder and president, is the only person to whom payment has been, is being or will be paid any salary in the foreseeable future.

(2) The nature and or purpose of payments is her salary which was Sixty Thousand Dollars (\$60,000.00) a year of which \$42,000.00 shall be for housing allowance leaving a balance of \$18,000.00 payable at \$1,500.00 per month beginning immediately.

(3) The ministry is in its infancy and has slowed somewhat in Orlando from its beginning while Colby Weaver was ministering full time at The Dream Center where she was being taught and schooled and to teach other. Colby Weaver's father provides legal and accounting as a gift to the ministry; Colby is now in clothing design school in Los Angeles learning a trade as well as carrying on her Ministry.

(4) There will be no paid positions unless it becomes necessary for the ministry to finance its legal and accounting needs; the ministry will be operated by volunteers except for Colby Weaver. For the amount of time each person devotes to the position if prospective and how will payment be effected by an upward or downward adjustment in the time based on need of the organization. All Ministry positions are filled by volunteers. In the foreseeable future, there will be no full time or part time employees and the persons ministered to are not obligated to make any payments unless they desire to make gifts to the ministry. Depending upon the success of the ministry will determine if employees are needed and this will only be if the ministry is being operated in more than one city simultaneously. This is a type ministry that you could work 24 hours per day and never run out of people to minister to. We will keep records of donors and will build a donor list and a quarterly contact flyers will be sent out that will keep the donors and all

others who are interested advised as to what is going on, testimonies and things of interest to the donors, non donors that have been ministered to and others.

(5) THE QUALIFICATIONS TRAINING BACKGROUND EXPERIENCE FOR SUCH PERSONS FOR THE POSITION DUTIES AND SERVICES. The great bulk of workers will be converts and they will have learned the program from being participants and they will continue to be advised and they will be overseen by the corporate president and they will be taught the red flags for contacting physicians and psychologists and psychiatrists in proper cases. These volunteers will not be paid although if they have financial needs and the ministry is in a financial position to do so, the workers from time to time will be given stipends if needed. The volunteers will have regular jobs and will minister at night and on weekend and special occasions.

(6) Other than Colby Weaver, all of the participants will be employed outside of the Ministry or will be in Bible school and same will be a part of their training. The persons employed outside of the organization in the future when the Ministry flourishes will likely work from 20 hours per week to 50 hours per week.

(7) WHO DETERMINES COMPENSATION TO BE PAID? The criteria will be who has a need for assistance on an occasional basis. The ministry will consider part time or full time employees if it appears that there are needs imposed on the ministry that are not being met and there is sufficient compensation thru gifts to finance same. Any surplus accumulated by this Ministry will be given to other 501(c)(3) or used to expand this Ministry and/or finance additional events. All food, etc. shall not exceed \$1,500.00 over a period of a year.

(8) HOW WILL THE MINISTRY INSURE THAT ALL COMPENSATION IS REASONABLE AND IN RETURN FOR SERVICES RENDERED? The compensation will be minimum wage or a little more in our type ministry and the requirements of Article 4958 will be followed.

(9) The organization will not pay or plan to pay any of the personal living expenses of employees, directors, officers, founders, members, etc? The volunteers and paid employees, if any, will likely have opportunities to receive free meals at churches and restaurants in the cities where the ministry is active but not otherwise (no free meals under recent Employment Law).

ARTICLE 21 TREASURER, BANK ACCOUNT AND BOOKS AND RECORDS

(A) The Secretary, Nan Cummings, is Colby Weaver's father's personal Secretary in his business office in Monroe, LA which is a National Operation.

(B) The ministries' bank account is at Region Bank which is located at 4095 Millenia Blvd., Orlando, FL 32839, telephone 407-352-6577. Colby Weaver will return to Orlando after she completes her work at the Dream Center in Los Angeles. Keith Harmon, the Treasurer, manages the checkbook and sends the cancelled checks and bank statements to Kevin Dewire, the Ministry's bookkeeper in Monroe, LA.

(C) The books and records of the ministry are kept in Springdale, Arkansas by Keith Harmon, the Treasurer.


(D) The day to day operations of the Corporation are conducted as follows:

- (1) Orlando, FL in the past and in the future; Los Angeles, CA at the present time. The books and records are kept by the Treasurer, Pastor Keith Harmon in Springdale, Arkansas.
- (2) The day to day operations of the Corporation have been conducted in the past and will be conducted in the future in Orlando, FL, but are being conducted in Los Angeles, CA at the present time while Colby Weaver is ministering and training at the Dream Center and attending designer school. The experience that she is getting in her type ministry at the Dream Center would be equivalent to a PhD.
- (3) When Colby Weaver leaves the Dream Center and completes her design school in Los Angeles in early 2011, she will be back in Orlando and resume operating the ministry from there.

(E) BUSINESS RELATIONSHIP BETWEEN MEMBERS OF GOVERNING BOARD

- (1) Pastor David Uth is Senior Pastor of the First Baptist Church of Orlando, FL and he has no business relationship with any of the other members of the governing body.
- (2) Nan Cummings does not have any business relationship with any of the other Directors or Officers' except she works for Colby Weaver's father, Dewey Weaver who is neither an Officer or Director.
- (3) Colby Weaver does not have any business relationship with any of the other Directors or Officers.
- (4) Keith Harman is a staff Pastor at First Baptist Church of Springdale, AR and has no relationship with any of the other Directors or Officers.
- (5) David Emery, Treasurer, has no business relationship with any of the other Directors, but is employed by Colby Weaver's father.

WITNESS the hand of Dennis G. Brewer, Sr., Incorporator, this the 31st day of August, 2010.


Dennis G. Brewer, Sr., Incorporator

The date of each amendment(s) adoption: September 2, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 31, 2010

Signature Dennis G. Brewer, Sr.
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dennis G. Brewer, Sr.
(Typed or printed name of person signing)

Incorporator
(Title of person signing)